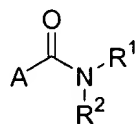


Amendments to the Claims:

Claims 1-8, 10, 12-19, 21 and 23 are pending and are under examination. Claims 1, 5, 7-8, 10, 12-13, 16, 18-19, 21 and 23 have been amended. Claims 9, 11, 20, 22 and 24-27 are canceled without prejudice or disclaimer. This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Currently Amended): A composition for modulation of LXR function in a cell, said composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A is a member selected from the group consisting of (C₅-C₁₈)alkyl and (C₅-C₁₈)heteroalkyl;

R¹ is a member selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furanyl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, and 1-(3-furanyl)-3-butenyl; and (C₃-C₁₂)alkyl, aryl, aryl(C₄-C₈)alkyl, aryl(C₂-C₈)heteroalkyl, (C₃-C₁₂)heteroalkyl, heteroaryl, heteroaryl(C₄-C₈)alkyl and heteroaryl(C₂-C₈)heteroalkyl; and

R² is a member selected from the group consisting of aryl, heteroaryl, aryl(C₁-C₈)alkyl, heteroaryl(C₁-C₈)alkyl, aryl(C₂-C₈)heteroalkyl and heteroaryl(C₂-C₈)heteroalkyl;

~~wherein R¹ and R² are optionally combined together with the nitrogen atom to which each is attached to form a 5-, 6-, 7- or 8-membered ring, and said compound binds to the ligand binding domain of LXRα with an affinity of at least 1 micromolar.~~

2. (Original) A composition in accordance with claim 1, wherein A is selected from the group consisting of (C₅-C₁₈)cycloalkyl and (C₅-C₁₈)heterocycloalkyl.

3. (Original) A composition in accordance with claim 1, wherein A is selected from the group consisting of (C₈-C₁₈)bicycloalkyl, (C₈-C₁₈)tricycloalkyl, (C₈-C₁₈)heterobicycloalkyl and (C₈-C₁₈)heterotricycloalkyl.

4. (Original) A composition in accordance with claim 1, wherein A is adamantyl.

5. (Currently Amended): A composition in accordance with claim 3, wherein R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl and 1-(pyridin-2-yl)ethyl aryl(C₄-C₈)alkyl and heteroaryl(C₄-C₈)alkyl.

6. (Currently Amended): A composition in accordance with claim 3, wherein R² is selected from the group consisting of aryl and heteroaryl

7. (Currently Amended): A composition in accordance with claim 1, wherein A is adamantyl, R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl and 1-(pyridin-4-yl)isobutyl aryl(C₄-C₈)alkyl and heteroaryl(C₄-C₈)alkyl and R² is selected from the group consisting of aryl and heteroaryl.

8. (Currently Amended): A composition in accordance with claim 1, wherein A is adamantyl, R¹ is ~~selected from 1-(3-furan-2-yl)-3-butenyl~~ heteroaryl(C₃-C₈)alkenyl and R² is selected from phenyl and pyridyl.

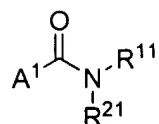
9. (Canceled)

10. (Currently Amended): A composition in accordance with claim 1, wherein A is adamantyl, R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl and 1-(pyridin-2-yl)ethyl heteroaryl(branched C₂-C₈)alkyl and R² is selected from the group consisting of aryl and heteroaryl.

11. (Canceled)

12. (Currently Amended): A composition in accordance with claim 1, wherein A is 1-adamantyl, R¹ is ~~selected from aryl(C₄-C₈)alkyl and heteroaryl(C₄-C₈)alkyl~~, and R² is selected from the group consisting of pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

13. (Currently Amended): A compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A¹ is a member selected from the group consisting of (C₅-C₁₂)monocycloalkyl, (C₅-C₁₂)heteromonocycloalkyl, (C₈-C₁₈)bicycloalkyl, (C₈-C₁₈)tricycloalkyl, (C₈-C₁₈)heterobicycloalkyl and (C₈-C₁₈)heterotricycloalkyl;

R¹¹ is a member selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furanyl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, 1-(2-furanyl)-3-butenyl, and 1-(3-furanyl)-3-butenyl; (C₃-C₁₂)alkyl, aryl, aryl(C₄-C₈)alkyl, aryl(C₂-C₈)heteroalkyl, (C₃-C₁₂)heteroalkyl, heteroaryl, heteroaryl(C₄-C₈)alkyl and heteroaryl(C₂-C₈)heteroalkyl; and

R²¹ is a member selected from the group consisting of aryl, heteroaryl, aryl(C₁-C₈)alkyl, heteroaryl(C₁-C₈)alkyl, aryl(C₂-C₈)heteroalkyl and heteroaryl(C₂-C₈)heteroalkyl;

~~and wherein R¹¹ and R²¹ can be combined with the nitrogen atom to which each is attached to form a five- to eight-membered ring, with the following provisos:~~

~~when R²¹ is 2-pyridyl, R¹¹ is other than a substituted or unsubstituted~~

~~2-(1-piperazinyl)ethyl or (tetrahydro-2H-pyrido[3,4-b]indol-2-yl)ethyl group;~~

~~when R²¹ is substituted or unsubstituted phenyl, R¹¹ and R²¹ are not combined to form a ring with the attached nitrogen atom; and~~

~~when R²¹ is substituted or unsubstituted phenyl, R¹¹ is not allyl, 2-(acetylamino)ethyl, or benzyloxycarbonyl.~~

14. (Original) A compound in accordance with claim 13, wherein A¹ is selected from the group consisting of (C₈-C₁₈)bicycloalkyl, (C₈-C₁₈)tricycloalkyl, (C₈-C₁₈)heterobicycloalkyl and (C₈-C₁₈)heterotricycloalkyl.

15. (Original) A compound in accordance with claim 13, wherein A¹ is adamantyl.

16. (Currently Amended): A compound of claim 13, wherein R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl aryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)alkyl.

17. (Currently Amended): A compound in accordance with claim 13, wherein R²¹ is selected from the group consisting of aryl and heteroaryl.

18. (Currently Amended): A compound in accordance with claim 13, wherein A¹ is adamantyl, R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl aryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)alkyl and R²¹ is selected from the group consisting of aryl and heteroaryl.

19. (Currently Amended): A compound in accordance with claim 13, wherein A¹ is adamantyl, R¹¹ is selected from the group consisting of 1-(2-furanyl)-3-butenyl and 1-(3-furanyl)-3-butenyl heteroaryl(C₃-C₈)alkenyl and R²¹ is selected from the group consisting of phenyl and pyridyl.

20. (Canceled)

21. (Currently Amended): A compound in accordance with claim 13, wherein A¹ is adamantyl, R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl heteroaryl(branched C₂-C₈)alkyl and R²¹ is selected from the group consisting of aryl and heteroaryl.

22. (Canceled)

23. (Currently Amended): A compound in accordance with claim 13, wherein A¹ is 1-adamantyl, R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl from aryl(C₁-C₈)alkyl and heteroaryl(C₁-C₈)alkyl, and R²¹ is selected from the group consisting of pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

24-27. (Canceled)